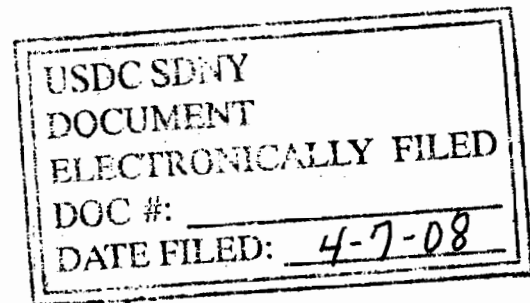


Take FF/5

Andrew P. Fishkin (AF 7571)
Steven M. Lucks (SL 2711)
EDWARDS ANGELL PALMER & DODGE LLP
750 Lexington Avenue
New York, New York 10022
Telephone: (212) 308-4411
Attorneys for Plaintiff Alliance Continental Leasing LLC



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ALLIANCE CONTINENTAL LEASING LLC,)	Case No. 08 CV 1027 (JSR)
)	
Plaintiff,)	STIPULATION AND
)	PROPOSED ORDER
- against -)	
)	
PRIMA CHARTER Sp. z o. o.,)	
)	
Defendant.)	

WHEREAS, defendant Prima Charter Sp. z o. o. ("Prima") filed and served a motion to dismiss with prejudice Counts I and II of the Complaint of plaintiff Alliance Continental Leasing LLC ("Alliance," together with Prima, the "Parties") on March 13, 2008 (Docket Entry nos. 8-10);

WHEREAS, Alliance filed and served an opposition to Prima's motion to dismiss Count I but did not oppose Prima's motion insofar as it sought dismissal of Count II of the Complaint on March 27, 2008 (Docket Entry nos. 11-13);

WHEREAS, the Parties determined that it would be in the best interest of this case's administration for Alliance to voluntarily dismiss with prejudice and without costs Count II of its Complaint, and for Prima to voluntarily withdraw its motion to dismiss;

WHEREAS, the Parties placed a telephone call to this Court's Chambers on April 2, 2008 to request a schedule for Prima's time to answer the Complaint, for Alliance to answer Prima's counterclaims to be filed, if any, and an adjournment of the initial pre-trial conference scheduled for April 14, 2008 at 4 p.m., and to notify the Court that Alliance will voluntarily

dismiss with prejudice and without costs Count II of its Complaint, and that Prima will voluntarily withdraw its motion to dismiss; and

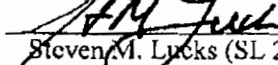
WHEREAS, the Court granted the Parties' application that Prima must answer the Complaint on or before April 22, 2008, Alliance must answer, move or otherwise respond to Prima's counterclaims, if any, on or before May 12, 2008, and that the initial pre-trial conference scheduled for April 14, 2008 shall be adjourned until April 23, 2008 at 2 p.m.

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the Parties, that Alliance voluntarily dismisses Count II of the Complaint with prejudice and without costs pursuant to Rule 41(a)(1)(A) of the Federal Rules of Civil Procedure, and that Prima voluntarily withdraws its motion to dismiss; and

IT IS HEREBY ORDERED, that Prima must answer the Complaint on or before April 22, 2008, Alliance must answer, move or otherwise respond to Prima's counterclaims, if any, on or before May 12, 2008, and that the initial pre-trial conference scheduled for April 14, 2008 shall be adjourned until April 23, 2008 at 2 p.m.

Dated: New York, New York
April 3, 2008

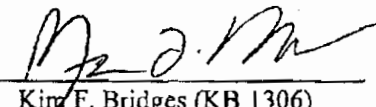
EDWARDS ANGELL PALMER &
DODGE LLP

By: 
Steven M. Lucks (SL 2711)

750 Lexington Avenue
New York, New York 10022
Telephone: (212) 308-4411
*Attorneys for Plaintiff Alliance Continental
Leasing LLC*

Dated: New York, New York
April 3, 2008

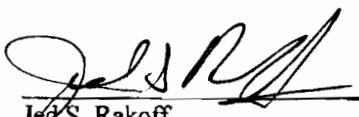
HOGAN & HARTSON L.L.P.

By: 
Kim F. Bridges (KB 1306)

875 Third Avenue
New York, New York 10022
Telephone: (212) 918-3000
Attorneys for Defendant Prima Charter Sp. z o. o.

IT IS SO ORDERED.

Dated: 4/4/08


Jed S. Rakoff
United States District Judge